AMERICAN EXPRESS CO

Form 4

February 17, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHERNIN PETER			2. Issuer Name and Ticker or Trading Symbol AMERICAN EXPRESS CO [AXP]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 1211 AVEN AMERICA	(First) NUE OF THE S	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2006				,	_X_ DirectorOfficer (give below)		Owner er (specify	
NEW YOR	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially O							ly Owned				
1.Title of Security (Instr. 3)		. Transaction Date 2A. Deemed Month/Day/Year) Execution Date any (Month/Day/Y			Code (Instr. 3, 4 and 5)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/17/2006			P	1,300	A	\$ 54.29	1,700	I	by trust	
Common Stock	02/17/2006			P	2,300	A	\$ 54.32	4,000	I	by trust	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
								A	mount		
						D.	E	01	r		
						Date Exercisable	Expiration Date	Title Numb	umber		
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Director

CHERNIN PETER 1211 AVENUE OF THE AMERICAS X NEW YORK, NY 10036

Signatures

/s/ Stephen P. Norman, 02/17/2006 attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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